

EXHIBIT C

<p>UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK Case No. 05-44481 (RDD); Adv. Proc. No. 07-02619 (RDD); Adv. Proc. No. 07-02242 (RDD); Adv. Proc. No. 07-02256 (RDD); Adv. Proc. No. 07-02333 (RDD); Adv. Proc. No. 07-02580 (RDD); Adv. Proc. No. 07-02661 (RDD); Adv. Proc. No. 07-02743 (RDD); Adv. Proc. No. 07-02768 (RDD); Adv. Proc. No. 07-02769 (RDD); Adv. Proc. No. 07-02790 (RDD); Adv. Proc. No. 07-02076 (RDD); Adv. Proc. No. 07-02084 (RDD); Adv. Proc. No. 07-02096 (RDD); Adv. Proc. No. 07-02125 (RDD); Adv. Proc. No. 07-02177 (RDD); Adv. Proc. No. 07-02188 (RDD); Adv. Proc. No. 07-02211 (RDD); Adv. Proc. No. 07-02212 (RDD); Adv. Proc. No. 07-02236 (RDD); Adv. Proc. No. 07-02250 (RDD); Adv. Proc. No. 07-02262 (RDD); Adv. Proc. No. 07-02270 (RDD); Adv. Proc. No. 07-02291 (RDD); Adv. Proc. No. 07-02328 (RDD); Adv. Proc. No. 07-02337 (RDD); Adv. Proc. No. 07-02348 (RDD); Adv. Proc. No. 07-02432 (RDD); Adv. Proc. No. 07-02436 (RDD); Adv. Proc. No. 07-02449 (RDD); Adv. Proc. No. 07-02479 (RDD); Adv. Proc. No. 07-02525 (RDD); Adv. Proc. No. 07-02534 (RDD); Adv. Proc. No. 07-02539 (RDD); Adv. Proc. No. 07-02551 (RDD); Adv. Proc. No. 07-02581 (RDD); Adv. Proc. No. 07-02597 (RDD); Adv. Proc. No. 07-02618 (RDD); Adv. Proc. No. 07-02623 (RDD); Adv. Proc. No. 07-02659 (RDD); Adv. Proc. No. 07-02672 (RDD); Adv. Proc. No. 07-02702 (RDD); Adv. Proc. No. 07-02723 (RDD); Adv. Proc. No. 07-02743 (RDD);</p>	<p>1 ----- -X 2 DELPHI CORPORATION, et al., 3 Plaintiffs, 4 -against- 5 GLOBE MOTORS INC., 6 Defendant. 7 ----- -X 8 DELPHI CORPORATION, et al., 9 Plaintiffs, 10 -against- 11 PHILIPS SEMICONDUCTOR, et al., 12 Defendants. 13 ----- -X 14 DELPHI CORPORATION, et al., 15 Plaintiffs, 16 -against- 17 SUMMIT POLYMERS INC., 18 Defendant. 19 ----- -X 20 DELPHI CORPORATION, et al., 21 Plaintiffs, 22 -against- 23 M & Q PLASTIC PRODUCTS, et al., 24 Defendants. 25 ----- -X</p>
<p>1 Adv. Proc. No. 07-02744 (RDD); Adv. Proc. No. 07-02750 (RDD); 2 Adv. Proc. No. 07-02188 (RDD) 3 ----- -X 4 In the Matter of: 5 DPH HOLDINGS CORP., et al., 6 Reorganized Debtors. 7 ----- -X 8 DELPHI CORPORATION, et al., 9 Plaintiffs, 10 -against- 11 SETECH INC., et al., 12 Defendants. 13 ----- -X 14 DELPHI CORPORATION, et al., 15 Plaintiffs, 16 -against- 17 DUPONT COMPANY, et al., 18 Defendants. 19 ----- -X 20 DELPHI CORPORATION, et al., 21 Plaintiffs, 22 -against- 23 ECO-BAT AMERICA LLC, 24 Defendant. 25 ----- -X</p>	<p>1 ----- -X 2 DELPHI CORPORATION, et al., 3 Plaintiffs, 4 -against- 5 RSR CORPORATION, et al., 6 Defendants. 7 ----- -X 8 DELPHI CORPORATION, et al., 9 Plaintiffs, 10 -against- 11 RSR/ECOBAT, 12 Defendant. 13 ----- -X 14 DELPHI CORPORATION, et al., 15 Plaintiffs, 16 -against- 17 TYCO et al., 18 Defendants. 19 ----- -X 20 DELPHI CORPORATION, et al., 21 Plaintiffs, 22 -against- 23 AHAUS TOOL & ENGINEERING INC., 24 Defendant. 25 ----- -X</p>

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1 -----x	1 -----x
2 DELPHI CORPORATION, et al.,	2 DELPHI CORPORATION, et al.,
3 Plaintiffs,	3 Plaintiffs,
4 -against-	4 -against-
5 A I SPECIALIZED SVC & SUPP., INC.,	5 DANOBAT MACHINE TOOL CO. INC.,
6 Defendant.	6 Defendant.
7 -----x	7 -----x
8 DELPHI CORPORATION, et al.,	8 DELPHI CORPORATION, et al.,
9 Plaintiffs,	9 Plaintiffs,
10 -against-	10 -against-
11 A-I SPECIALIZED SERVICES,	11 EDS, et al.,
12 Defendant.	12 Defendants.
13 -----x	13 -----x
14 DELPHI CORPORATION, et al.,	14 DELPHI CORPORATION, et al.,
15 Plaintiffs,	15 Plaintiffs,
16 -against-	16 -against-
17 ATS AUTOMATION TOOLING SYSTEMS INC., et al.,	17 BP, et al.,
18 Defendants.	18 Defendants.
19 -----x	19 -----x
20 DELPHI CORPORATION, et al.,	20 DELPHI CORPORATION, et al.,
21 Plaintiffs,	21 Plaintiffs,
22 -against-	22 -against-
23 CORNING INC., et al.,	23 CARLISLE, et al.,
24 Defendants.	24 Defendants.
25 -----x	25 -----x
5	7
1 -----x	1 -----x
2 DELPHI CORPORATION, et al.,	2 DELPHI CORPORATION, et al.,
3 Plaintiffs,	3 Plaintiffs,
4 -against-	4 -against-
5 CRITECH RESEARCH INC.,	5 GKNS INTERMETALS,
6 Defendant.	6 Defendant.
7 -----x	7 -----x
8 DELPHI CORPORATION, et al.,	8 DELPHI CORPORATION, et al.,
9 Plaintiffs,	9 Plaintiffs,
10 -against-	10 -against-
11 DOSHI PRETTL INTERNATIONAL, et al.,	11 EX-CELL-O MACHINE TOOLS INC.,
12 Defendants.	12 Defendant.
13 -----x	13 -----x
14 DELPHI CORPORATION, et al.,	14 DELPHI CORPORATION, et al.,
15 Plaintiffs,	15 Plaintiffs,
16 -against-	16 -against-
17 D & R TECHNOLOGY LLC, et al.,	17 JOHNSON CONTROLS, et al.,
18 Defendants.	18 Defendants.
19 -----x	19 -----x
20 DELPHI CORPORATION, et al.,	20 DELPHI CORPORATION, et al.,
21 Plaintiffs,	21 Plaintiffs,
22 -against-	22 -against-
23 DSSI, et al.,	23 NILES USA INC., et al.,
24 Defendants.	24 Defendants.
25 -----x	25 -----x
6	8

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1 -----X 2 DELPHI CORPORATION, et al., 3 Plaintiffs, 4 -against- 5 METHODE ELECTRONICS INC., et al., 6 Defendants. 7 -----X 8 DELPHI CORPORATION, et al., 9 Plaintiffs, 10 -against- 11 MICROCHIP, 12 Defendant. 13 -----X 14 DELPHI CORPORATION, et al., 15 Plaintiffs, 16 -against- 17 HEWLETT PACKARD, et al., 18 Defendants. 19 -----X 20 DELPHI CORPORATION, et al., 21 Plaintiffs, 22 -against- 23 OLIN CORP, 24 Defendant. 25 -----X	9	1 -----X 2 DELPHI CORPORATION, et al., 3 Plaintiffs, 4 -against- 5 WAGNER-SMITH COMPANY, 6 Defendant. 7 -----X 8 DELPHI CORPORATION, et al., 9 Plaintiffs, 10 -against- 11 WELLS FARGO BUSINESS, et al., 12 Defendants. 13 -----X 14 DELPHI CORPORATION, et al., 15 Plaintiffs, 16 -against- 17 SELECT TOOL & DIE CORP., 18 Defendant. 19 -----X 20 DELPHI CORPORATION, et al., 21 Plaintiffs, 22 -against- 23 SHUERT INDUSTRIES INC., 24 Defendant. 25 -----X	11
1 -----X 2 DELPHI CORPORATION, et al., 3 Plaintiffs, 4 -against- 5 INTEC GROUP, 6 Defendant. 7 -----X 8 DELPHI CORPORATION, et al., 9 Plaintiffs, 10 -against- 11 VALEO, et al., 12 Defendants. 13 -----X 14 DELPHI CORPORATION, et al., 15 Plaintiffs, 16 -against- 17 VANGUARD DISTRIBUTORS, 18 Defendant. 19 -----X 20 DELPHI CORPORATION, et al., 21 Plaintiffs, 22 -against- 23 VICTORY PACKAGING, et al., 24 Defendants. 25 -----X	10	1 -----X 2 DELPHI CORPORATION, et al., 3 Plaintiffs, 4 -against- 5 SUMITOMO, et al., 6 Defendants. 7 -----X 8 DELPHI CORPORATION, et al., 9 Plaintiffs, 10 -against- 11 TECH CENTRAL, 12 Defendant. 13 -----X 14 DELPHI CORPORATION, et al., 15 Plaintiffs, 16 -against- 17 PRUDENTIAL RELOCATION, et al., 18 Defendants. 19 -----X 20 DELPHI CORPORATION, et al., 21 Plaintiffs, 22 -against- 23 LDI INCORPORATED, 24 Defendant. 25 -----X	12

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1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25	-----x DELPHI CORPORATION, et al., Plaintiffs, -against- M & Q PLASTIC PRODUCTS, et al., Defendants. -----x DELPHI CORPORATION, et al., Plaintiffs, -against- REPUBLIC ENGINEERED PRODUCTS, et al., Defendants. -----x DELPHI CORPORATION, et al., Plaintiffs, -against- RIECK GROUP LLC, Defendant. -----x DELPHI CORPORATION, et al., Plaintiffs, -against- CRITECH RESEARCH INC., Defendant. -----x	1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25	RE: ADV. PROC. NO. 07-02619 (RDD): HEARING re Setech, Inc.'s Motion to Vacate and to Dismiss (Docket No. 20094) RE: CASE NO. 0544481 (RDD): HEARING re Joinder of E. I. du Pont de Nemours and Company to Motions (I) to Vacate Prior Orders Establishing Procedures for Certain Adversary Proceedings, Including Those Commenced by the Debtors Under 11 U.S.C. Sections 541, 544, 545, 547, 548, or 549, and Extending the Time to Serve Process for Such Adversary Proceedings, (II) Pursuant to Fed. R. Civ. P. 12(b) and Fed. R. Bankr. P. 7012(b) Dismissing the Adversary Proceeding with Prejudice, or (III) in the Alternative, Dismissing the Adversary Proceeding on the Ground of Judicial Estoppel (Docket No. 19999) RE: ADV. PROC. NO. 07-02242 (RDD): HEARING re Statement Of E. I. Du Pont De Nemours And Company And Its Affiliates In Support Of Certain Reply Briefs Filed With Respect To Motions (I) To Vacate Prior Orders Establishing Procedures For Certain Adversary Proceedings, Including Those Commenced By The Debtors Under 11 U.S.C. Sections 541, 544, 545, 547, 548, Or 549, And Extending The Time To Serve Process For Such Adversary Proceedings, (II) Pursuant To Fed. R. Civ.
1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25	U.S. Bankruptcy Court 300 Quarropas Street White Plains, New York July 22, 2010 10:20 AM B E F O R E: HON. ROBERT D. DRAIN U.S. BANKRUPTCY JUDGE	1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25	P. 12(b) And Fed. R. Bankr. P. 7012(b), Dismissing The Adversary Proceeding With Prejudice, Or (III) In The Alternative, Dismissing The Adversary Proceeding On The Ground Of Judicial Estoppel (Docket No. 20323) RE: ADV. PROC. NO. 07-02256 (RDD): HEARING re Complaint against Defendant 200A. RE: ADV. PROC. NO. 07-02333 (RDD): HEARING re Replies in Support of Motions (I) to Vacate Prior Orders Establishing Procedures for Certain Adversary Proceedings, Including Those Commenced by the Debtors Under 11 USC Sections 541, 544, 545, 547, 548, or 549, and Extending the Time to Serve Process for Such Adversary Proceedings, (II) Dismissing the Adversary Proceeding with Prejudice, or (III) In The Alternative, Dismissing the Adversary Proceeding on the Grounds of Judicial Estoppel (Docket No. 20341) RE: ADV. PROC. NO. 07-02580 (RDD): HEARING re Joinder Of Philips Semiconductor, Philips Semiconductors, And Philips Semiconductors, Inc (N/K/A NXP Semiconductors USA, Inc.) To (I) Reply Memorandum Of Law In Support Of Motions Of Affinia, GKN, MSX And Valeo To: (A) Vacate Certain Prior Orders Of The Court; (B) Dismiss The Complaint With Prejudice; (C) And (D) Dismiss Claims Based On

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<p>1 defend. I think it is an affirmative requirement to state a</p> <p>2 claim. And under Iqbal and Twombly and the cases, including</p> <p>3 Judge Gonzalez' case on preferences, there's certain key</p> <p>4 elements of the claim that require more than just the -- a</p> <p>5 recitation of the elements of the claim. I mean, that's really</p> <p>6 the -- that's really Twombly as opposed to Iqbal.</p> <p>7 MR. FISHER: Right.</p> <p>8 THE COURT: And that's, you know, basically, who made</p> <p>9 the transfer, and what was the antecedent debt? Something,</p> <p>10 other than just saying it was for antecedent debt. I mean, I</p> <p>11 think by listing the amount and the date, I think it was</p> <p>12 implicit that you're saying its defendant. But maybe I'm wrong</p> <p>13 about that. If you're asserting against some of the people 550</p> <p>14 relief then you probably should say how they got it.</p> <p>15 MR. FISHER: Well, I think that it's just that --</p> <p>16 THE COURT: Not immediate -- not the transferee but</p> <p>17 subsequent transferee relief.</p> <p>18 MR. FISHER: The strange thing about applying Twombly</p> <p>19 and Iqbal to a preference case is that what does it mean to say</p> <p>20 that a preference claim is plausible? I mean, it's plausible</p> <p>21 that Delphi paid these defendants the amounts that are</p> <p>22 indicated on the complaint on the dates that are indicated.</p> <p>23 And it's plausible that those payments were on account of</p> <p>24 antecedent debt.</p> <p>25 THE COURT: First of all, it's not Delphi, there's</p> <p>205</p>	<p>1 part of your case for you.</p> <p>2 MR. FISHER: What we're trying to avoid, Your Honor,</p> <p>3 is a situation where we now go back and correct these</p> <p>4 complaints by identifying the specific entities where we think,</p> <p>5 as a practical matter, the movants know full well by checking</p> <p>6 their own records --</p> <p>7 THE COURT: But that's not -- that's not -- I don't</p> <p>8 think that's the test, because, again, that shifts the burden</p> <p>9 of proof. You know, you basically force them to show we don't</p> <p>10 know.</p> <p>11 MR. FISHER: Well, then, we go back and we provide</p> <p>12 them with this information. We could provide it to them in</p> <p>13 documentary form under 12(e), or we could provide it to them in</p> <p>14 the form of an amended complaint.</p> <p>15 THE COURT: To me that's --</p> <p>16 MR. FISHER: And then say it's a new motion to</p> <p>17 dismiss.</p> <p>18 THE COURT: To me that's part of the merits of a</p> <p>19 motion to amend. If, in fact, they knew and it's no big deal</p> <p>20 and they know -- they've always known this, then that's a fact</p> <p>21 in your favor as well as the fact that the law changed. You</p> <p>22 know, but I think it should all be viewed in the context of a</p> <p>23 motion to amend.</p> <p>24 Now, I have not reviewed every complaint. But as I --</p> <p>25 I've reviewed enough to see that I think they're form</p> <p>207</p>
<p>1 like forty-two debtors here. So it's not listed who did this.</p> <p>2 I think that's important. And that leaves the issue of</p> <p>3 antecedent debt.</p> <p>4 I'm somewhat sympathetic to your point on that,</p> <p>5 although, the three judges that have considered this, including</p> <p>6 Judge Gonzalez, aren't. They all emphasize the need to say</p> <p>7 something about the antecedent debt, other than the conclusory</p> <p>8 statement that there's antecedent debt. Your point is well,</p> <p>9 why would any of the debtors be paying anyone unless there was</p> <p>10 an antecedent debt?</p> <p>11 Well, the thing is it may not be antecedent, they may</p> <p>12 be paying in advance, they may be paying that day, COD. You</p> <p>13 know, that's the response I think.</p> <p>14 MR. FISHER: And, Your Honor, it is important to say</p> <p>15 which debtor entity we're talking about. It is important to</p> <p>16 say exactly which transferee we're talking about. As a</p> <p>17 practical matter --</p> <p>18 THE COURT: Let me say -- I'm going to cut you short.</p> <p>19 MR. FISHER: Yes.</p> <p>20 THE COURT: As a -- it seems to me the problem with</p> <p>21 what you're proposing is that you may not have a basis to say</p> <p>22 in your books and records that -- at least for the face of the</p> <p>23 complaint, that defendant X was owed a debt, that this was a</p> <p>24 payment on account of you may not have it. And I think your</p> <p>25 method basically sort of puts the onus on them to make that</p> <p>206</p>	<p>1 complaints.</p> <p>2 MR. FISHER: Yes.</p> <p>3 THE COURT: I don't think they -- I think they all</p> <p>4 follow this pattern that they don't identify the transferor or</p> <p>5 the antecedent debt. And I don't know if you have to say the</p> <p>6 antecedent debt is down to the -- you know, the very invoice,</p> <p>7 but you have to give some context to show that there's a debt</p> <p>8 owing. And as far as the transferee is concerned, I'm not able</p> <p>9 to say, based on my review of the complaints, whether that's</p> <p>10 going to be necessary or not. It would seem to me that it</p> <p>11 wouldn't be necessary for the initial transferee. But if</p> <p>12 you're including in the complaint subsequent transferees and</p> <p>13 you're seeking really a 550 relief as against them, then you</p> <p>14 may -- I think you may have to identify them as that.</p> <p>15 MR. FISHER: Your Honor, should we await Your Honor's</p> <p>16 ruling on this Rule 8 issue, or should we file our motions to</p> <p>17 amend.</p> <p>18 THE COURT: That's my -- I mean, I'm just -- I haven't</p> <p>19 issued a ruling on any of these things, I'm just giving you my</p> <p>20 thoughts on this at this point.</p> <p>21 One of you two said something about -- at the</p> <p>22 beginning of this hearing about arguing that they shouldn't be</p> <p>23 given leave to seek an amendment. My practice, generally, is</p> <p>24 not to do these things without actually ruling on a motion.</p> <p>25 I'm certainly amenable, given the number of defendants, to</p> <p>208</p>

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